

ARCADIA AMERICAN LITTLE LEAGUE CONSTITUTION

ARTICLE I – NAME

This organization shall be known as the Arcadia American Little League, hereinafter referred to as “AALL.”

ARTICLE II – OBJECTIVE

SECTION 1

The objective of AALL shall be to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy citizens.

SECTION 2

To achieve this objective, AALL will provide a supervised program under the Rules and Regulations of Little League Baseball, Incorporated. All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance. In accordance with Section 501-(c)-(3) of the Federal Internal Revenue Code, AALL shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball games. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III – MEMBERSHIP

SECTION 1

Eligibility. Any person sincerely interested in active participation to further the objective of AALL may apply to become a Member.

SECTION 2

Classes. There shall be the following classes of Members:

(a) **Player Members.** Any player candidate meeting the requirements of Little League Regulation IV shall be eligible to compete for participation. Player Members shall have no rights, duties or obligations in the management or in the property of AALL.

(b) **Regular Members.** Any adult person actively interested in furthering the objectives of AALL and who has (a) completed a volunteer registration form, and (b) passed a the Little

League background check, may become a Regular Member upon election. Regular Members may be issued a card numbered in sequential order annually. The secretary shall maintain the roll of membership to qualify voting members. Only Regular Members in good standing are eligible to vote at General Membership Meetings. All Officers, Board Members, Committee Members, Managers, Coaches, and other elected or appointed officials must be active Regular Members in good standing.

Note: Regular Members of the league automatically include all current Managers, Coaches, Board Members, Officers of the Board and any other person who is recognized by the Board as a volunteer in AALL.

(c) **Honorary Members.** Any person may be elected as Honorary Member by the unanimous vote of all Directors present at any duly held meeting of the Board of Directors but shall have no rights, duties or obligations in the management or in the property of AALL.

(d) As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated.

SECTION 3

Other Affiliations.

(a) Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as members of AALL.

(b) Regular Members should not be actively engaged in the promotion and/or operation of any other baseball program available to boys of the ages 5 through 12.

SECTION 4

Suspension or Termination. Membership may be terminated by resignation or action of the Board of Directors as follows.

(a) The Board of Directors, by a two-thirds vote of those present at any duly constituted Board meeting, shall have the authority to discipline or suspend or terminate the membership of any Member of any class, including managers and coaches, when the conduct of such person is considered detrimental to the best interests of AALL and/or Little League Baseball. The Member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.

(b) The Board of Directors shall, in case of a Player Member, give notice to the manager of the team for which the player is a Player Member. Said manager shall appear, in the capacity of an advisor, with the player before the Board of Directors or a duly appointed committee of the Board of Directors. The player's parent(s) or legal guardian(s) may also be present. The Board of Directors shall have full power to suspend or revoke such player's right to future participation by two-thirds vote of those present at any duly constituted meeting (quorum is required).

ARTICLE IV – DUES FOR REGULAR MEMBERS (NOT PLAYERS)

SECTION 1

Dues for Regular Members, if any, may be fixed at such amounts as the Board of Directors shall determine for a particular fiscal year. (See Article XI, Section 7 for fiscal year of this league.)

Note: dues for Regular Members are separate from registration fees for Player Members, which are determined annually by the Board of Directors in accordance with Regulation XIII (c). If no dues for Regular Membership are collected, Section 2 below does not apply.

SECTION 2

No membership dues apply.

ARTICLE V – GENERAL MEMBERSHIP MEETINGS

SECTION 1

Definition. A General Membership Meeting is any meeting of the membership of the league (including Special General Membership Meetings, Section 7). A minimum of one per year (Annual Meeting, see Section 6) is required.

SECTION 2

Notice of Meeting. Notice of each General Membership Meeting shall be delivered personally, electronically or by mail to each Member at the last recorded address at least seven (7) days in advance of the meeting, setting forth the place, time and purpose of the meeting. In lieu of the above methods, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened General Membership Meeting.

SECTION 3

Quorum. At any General Membership Meeting, the presence in person or representation by absentee ballot of one-fifth (20 percent) of the members shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.

SECTION 4

Voting. Only Regular Members shall be entitled to make motions and vote at General Membership Meetings. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during General Membership Meetings. (Those eligible to take part at meetings of the Board of Directors are described in Article VI, Section 4).

SECTION 5

Absentee Ballot. For the expressed purpose of accommodating a Regular Member in good standing who cannot be in attendance at the Annual Meeting, or any General Membership Meeting at which new Board members will be elected, an absentee ballot may be requested and obtained from the Secretary of AALL. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Secretary prior to the date of the election. The Secretary shall present all absentee ballots to the Election Chairman (appointed at the meeting) on the date of the meeting, prior to the voting portion of the election process.

SECTION 6

Annual Meeting of the Members. The Annual Meeting of the Members of AALL shall be held on the 2nd Tuesday of September at 7:00 pm each year for the purpose of electing new Members, electing the Board of Directors, receiving reports, reviewing the Constitution, appointing committees, and for the transaction of such business as may properly come before the meeting.

(a) The Membership shall receive at the Annual Meeting of the Members of AALL a report, verified by the President and Treasurer, or by a majority of the Directors, showing:

(1) The condition of AALL, to be presented by the President or his/her designee;

(2) A general summary of funds received and expended by AALL for the previous year, the amount of funds currently in possession of AALL, and the name of the financial institution in which such funds are maintained.

(3) The whole amount of real and personal property owned by AALL, where located, and where and how invested.

(4) For the year immediately preceding, the amount and nature of the property acquired, with the date of the report and the manner of the acquisition, the amount applied, appropriated or expended, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made.

(5) The names of the persons who have been admitted to regular membership in AALL during such year. This report shall be filed with the records of AALL and entered in the minutes of the proceedings of the Annual Meeting.

(b) At the Annual Meeting, the Members shall determine the number of Directors to be elected for the ensuing year and shall elect such number of Directors. The number of Directors elected shall be not less than six (6).

(c) After the Board of Directors is elected, the Board shall meet to elect the officers. After the election, the Board of Directors shall assume the performance of its duties on the 2nd Tuesday of September. The Board's term of office shall continue until its successors are elected and qualified under this section.

(d) The Officers of the Board of Directors shall include, at a minimum, the President, one or more Vice Presidents, Treasurer, Secretary, one or more Player Agents and a Safety Officer. The Board shall also include a minimum of one manager.

SECTION 7

Special General Membership Meetings. Special General Membership Meetings of the Members may be called by the Board of Directors or by the President at his/her discretion. Upon the written request of twenty (20) Members, the President shall call a Special General Membership Meeting to consider the subject specified in the request. No business other than that specified in the notice of the meeting shall be transacted at any Special General Membership Meeting. Such Special General Membership Meeting shall be scheduled to take place not fewer than thirty (30) days after the request is received by the President.

SECTION 8

Rules of Order for General Membership Meetings. Robert's Rules of Order shall govern the proceedings of all General Membership Meetings, except where same conflicts with this Constitution of AALL.

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1

Authority. The management of the property and affairs of AALL shall be vested in the Board of Directors.

SECTION 2

Increase in number. The number of Board of Directors so fixed at the Annual Meeting may be increased at any General Membership Meeting or Special Meeting of the Members. If the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent General Membership Meeting. All elections of additional Directors shall be by majority vote of all Regular Members present or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting.

SECTION 3

Vacancies. If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Directors at any regular Board meeting or at any Special Board Meeting called for that purpose.

SECTION 4

Board Meetings, Notice and Quorum. Regular meeting of the Board of Directors shall be held immediately following the Annual Meeting and on such days thereafter as shall be determined by the Board.

(a) The President may, whenever he/she deems it advisable, or the Secretary shall at the request in writing of Five (5) Directors, issue a call for a Special Board Meeting. In the case of Special Board Meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.

(b) Notice of each Board meeting shall be given by the Secretary personally, electronically or by mail to each Director at least three (3) days before the time appointed for the meeting to the last recorded address of each Director.

(c) A majority of members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted.

(d) Only members of the Board of Directors may make motions and vote at meetings of the Board of Directors. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during Board meetings.

SECTION 5

Duties and Powers. The Board of Directors shall have the power to appoint such standing committees as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

The Board may adopt such rules and regulations for the conduct of its meetings and the management of AALL as it may deem proper, provided such rules and regulations do not conflict with this Constitution.

The Board shall have the power by a two-thirds vote of those present at any regular Board or Special Board Meeting to discipline, suspend or remove any Director or Officer or Committee member of AALL in accordance with the procedure set forth in Article III, Section 4 (a, b).

SECTION 6

Rules of Order for Board Meetings. Robert's Rules of Order shall govern the proceedings of all Board of Directors meetings, except where same conflicts with this Constitution.

SECTION 7

Term. Each Director or Officer shall be elected for one year. So long as the Director or Officer of the Board of Directors (Board) is in good standing, the term shall officially end after the following season's new elections.

SECTION 8

Board Eligibility.

(a) The elected Director or Officer shall remain in office with voting rights, as long as they are in good standing.

(b) Elected Directors or Officers may not miss more than four (4) regularly scheduled full Board meetings during their term to remain in good standing. A Board member's office is immediately determined to be open, upon missing the 4th meeting. The Director or Officer loses all voting rights.

(1) The Board member that lost the office may not vote again until reelected or reinstated. The Board member may be reinstated by a majority vote of the Board.

(2) To refill a vacancy on the Board of Directors, the above procedures in Article VI, Section 3 must be followed.

(3) The Board of Directors may appoint a non-voting Officer to fill the vacancy following procedures in Article VII, Section 1.

SECTION 9

Election/Nomination Eligibility.

(a) All Directors in good standing from the prior season.

(b) All Board members must have either:

(1) a child participating in the upcoming AALL season, or

(2) served on the Board for consecutive terms without any lapse, or

(3) served as a volunteer/member of the league for 3 consecutive terms.

(c) Any new perspective Board member, not having served as a non-voting Director must:

(1) have fulfilled their AALL volunteer position in the immediately preceding year, and

(2) be nominated or sponsored by an existing member of the Board.

(d) Each member of the Board may only nominate or sponsor one (1) new perspective member per annual election.

(e) Newly elected Board members may not nominate or sponsor any new members until the next general election.

ARTICLE VII – DUTIES AND POWERS OF THE BOARD

SECTION 1

Appointments. The Board of Directors may appoint such other officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each. Appointed officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the membership or have been elected to fill a vacancy on the Board.

SECTION 2

President. The President shall:

- (a) Conduct the affairs of AALL and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of AALL at the Annual Meeting.
- (c) Communicate to the Board of Directors such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of AALL.
- (d) Be responsible for the conduct of AALL in strict conformity to the policies, principles, Rules and Regulations of Little League Baseball, Incorporated, as agreed to under the conditions of charter issued to AALL by that organization.
- (e) Designate in writing other officers, if necessary, to have power to make and execute for/and in the name of AALL such contracts and leases they may receive and which have had prior approval of the Board.
- (f) Investigate complaints, irregularities and conditions detrimental to AALL and report thereon to the Board or Executive Committee as circumstances warrant.
- (g) Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.
- (h) With the assistance of the Player Agent and/or Registrar, examine the application and support proof-of-age documents of every player candidate and certify to residence and age eligibility before the player may be accepted for tryouts and selection.

SECTION 3

Vice President. The Vice President shall:

(a) Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Board so to act. When so acting, the Vice President shall have all the powers of that office.

(b) Perform such duties as from time to time may be assigned by the Board of Directors or by the President.

SECTION 4

Secretary. The Secretary shall:

(a) Be responsible for recording the activities of AALL and maintain appropriate files, mailing lists and necessary records.

(b) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.

(c) Maintain a list of all Regular and Honorary Members, Directors and Committee Members and give advanced notice of all meetings of AALL to the Board of Directors and Committees.

(d) Issue membership cards to Regular Members, if approved by the Board of Directors.

(e) Keep the minutes of the meetings of the Members and the Board of Directors, and cause them to be recorded in a book kept for that purpose.

(f) Conduct all correspondence not otherwise specifically delegated in connection with said meeting and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed.

(g) Notify Members, Directors, Officers and committee members of their election or appointment.

SECTION 5

Treasurer. The Treasurer shall:

(a) Perform such duties as are herein set forth and such other duties as are customarily incident to the Office of Treasurer or may be assigned by the Board of Directors.

(b) Receive all monies and securities, and deposit same in a depository approved by the Board of Directors.

(c) Keep records for the receipt and disbursement of all monies and securities of AALL, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors. All disbursements by check in

an amount equal to or greater than one thousand dollars (“\$1,000) must be signed by the Treasurer and the President or Vice-President.

(d) Prepare an annual budget, under the direction of the President, for submission to the Board of Directors at the Annual Meeting.

(e) Prepare an annual financial report, under the direction of the President, for submission to the Membership and Board of Directors at the Annual Meeting.

SECTION 6

Player Agent. The Player Agent shall:

(a) Record all player transactions and maintain an accurate and up-to-date record thereof.

(b) Receive and review applications for player candidates and assist the President in verifying residence and age eligibility.

(c) Be present at all tryouts, player drafts and all other player transaction or selection meetings.

(d) Prepare the Player Agent’s list.

(e) Prepare for the President’s signature and submission to Little League Headquarters, team rosters, including players’ claimed, and the tournament team eligibility affidavit.

(f) Notify Little League Headquarters of any subsequent player replacements or trades.

SECTION 7

Safety Officer. The Safety Officer shall:

(a) Be responsible for creating awareness, through education and information, of the opportunities to provide a safer environment for youngsters and all participants of Little League Baseball.

(b) Develop and implement a plan for safety of activities, equipment and facilities through education, compliance and reporting.

(c) Implement AALL’s Incident Report program.

(d) With the aid of the President, conduct all background checks and other similar investigations as mandated by Little League Headquarters.

(e) If possible, have a background in public safety, including, without limitation, as a fire safety officer or police officer.

NOTE: In order to implement a safety plan using education, compliance and reporting, the following suggestions may be utilized by the Safety Officer:

1. Education – Should facilitate meeting and distribute information among participants including players, managers, coaches, umpires, league officials, parents, guardians and other volunteers.

2. Compliance – Should promote safety compliance leadership by increasing awareness of the safety opportunities that arise from these responsibilities.

3. Reporting – Define a process to assure that incidents are recorded, information is sent to league/district and national offices, and follow-up information on medical and other data is forwarded as available.

SECTION 8

League Information Officer (aka IT Director). The League Information Officer shall:

- (a) Set up and manage the League's official website.
- (b) Set up online registration and, with the help of the President, Player Agent, and/or the Registrar, ensure the league rosters are uploaded to Little League Headquarters.
- (c) Assign online administrative rights to other local volunteers.
- (e) Ensure that AALL news and scores are updated online on a regular basis.
- (f) Collect, post, and distribute important on AALL activities including direct dissemination of fund-raising and sponsor activities and for distributing information to league members and to Little League Baseball.

SECTION 9

Other Officers. Other Officer positions of the Board of Directors as described on the league's official website, provided that position is properly created pursuant to Article VI, Sections 2 and 3, and that the Officer is properly appointed and/or elected pursuant to Article VII, Section 1. These other officers may include, but shall not necessarily be limited to: Registrar; Snack Shack Coordinator; Fields Director; T-Ball Coordinator; Team Mom Coordinator; Scorekeeper Coordinator; Tryout Coordinator; Legal Counsel, and Equipment Manager.

ARTICLE VIII – EXECUTIVE COMMITTEE

SECTION 1

The Board of Directors may appoint an Executive Committee which shall consist of not less than three nor more than seven (7) Directors, one of whom shall be the AALL President.

SECTION 2

The Executive Committee shall advise with and assist the Officers of ALL in all matter concerning its interests and management of its affairs, and shall have such other powers as may be delegated to it by the Board, but in no event will the Executive Committee have authority over the Board of Directors.

SECTION 3

At any meeting of the Executive Committee, a majority of the total number of members then in office shall constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Committee.

ARTICLE IX – COMMITTEES OF THE BOARD OF DIRECTORS

Although not required under this Constitution, the following Committees may, upon a majority vote of the Board of Directors, be formed for the purposes set forth below:

SECTION 1

Information and Registration Committee. The purpose of this Committee is to register the players, ensure parental volunteer support, and create and maintain the communications infrastructure for the season. Standing Committee members include, but shall not necessarily be limited to:

- Registrar (co-chair)
- League Information Officer (co-chair)
- Safety Officer
- Secretary

SECTION 2

Finance and Business Committee. The purpose of this Committee is to create the annual AALL Financial Budget and to manage the business affairs of AALL to deliver the funds and supplies for a successful season within the constraints of the budget. Standing Committee members include, but shall not necessarily be limited to:

- Vice-President (Co-Chair)
- Treasurer (Co-Chair)
- Equipment Manager
- Field Manager

SECTION 3

Baseball Operations Committee. The purpose of this Committee is to create, organize and supervise baseball activities including team tryout and formation, recommendations for Manager and Coach appointments, definition of Local Rules, baseball practice, game, and playoff schedules, and participation in and/or hosting of District 12 post-season tournaments. Standing Committee Members include, but shall not necessarily be limited to:

- Vice President (Chairperson)
- President
- Player Agent
- Try-Out Coordinator
- Scorekeeper Coordinator

SECTION 4

Code of Conduct Committee. The purpose of this Committee is to monitor and enforce player, manager, coach, umpire, and parent behavior within the rules and regulations of Little League and AALL. The Board shall appoint five (5) Directors (in good standing) plus two (2) alternates of the Board to this committee. The members of the Code of Conduct Shall include:

- President
- Safety Officer
- Three (3) Directors that are not participating in the League as Manager, Coach or Assistant Coach.
- Two (2) additional alternate members with same qualifications.

ARTICLE X – AFFILIATION

SECTION 1

Charter. AALL shall annually apply for a charter from Little League Baseball, Incorporated, and shall do all things necessary to obtain and maintain such charter. AALL shall devote its entire energies to the activities authorized by such charter and it shall not be affiliated with any other baseball program or organization or operate any other baseball program.

SECTION 2

Rules and Regulations. The Official Playing Rules and Regulations as published annually by Little League Baseball, Incorporated, Williamsport, Pennsylvania, shall be binding on AALL.

SECTION 3

Local Rules, Ground Rules and/or Bylaws. The bylaws of AALL shall be adopted by the Board of Directors at a meeting to be held not less than one month previous to the first scheduled game of the season, but shall in no way conflict with the Rules, Regulations and Policies of Little League Baseball, Incorporated, nor shall they conflict with this Constitution. The bylaws of AALL shall expire at the end of each fiscal year, and are not considered part of this Constitution.

ARTICLE XI – FINANCIAL ACCOUNTING

SECTION 1

Authority. The Board of Directors shall decide all matters pertaining to the finances of AALL and it shall place-all income, in a common league treasury, directing the expenditure of funds in such manner as will give no individual or team an advantage over those in competition with such individual or team.

SECTION 2

Contributions. The Board shall not permit the contribution of funds or property to individual teams but shall solicit funds for the common treasury of AALL in order to discourage favoritism among teams and to endeavor to equalize the benefits of AALL.

SECTION 3

Solicitations. The Board shall not permit the solicitations of funds in the name of Little League Baseball unless all of the funds so raised are placed in AALL treasury.

SECTION 4

Disbursement of Funds. The Board shall not permit the disbursement of AALL funds for other than the conduct of Little League activities in accordance with the rules, regulations and policies of Little League Baseball, Incorporated and this Constitution. All disbursements shall be made by check. All checks shall be signed by the Treasurer, President, or Vice-President. Checks exceeding one thousand dollars (\$1,000.00) shall have the dual signature of the Treasurer and President or Vice-President.

SECTION 5

Compensation. No Director, Officer or Member of AALL shall receive, directly or indirectly any salary or compensation from AALL for services rendered as Director, Officer or Member. However, any Director, Officer or Member of AALL who expends his or her own funds to purchase equipment, materials, or services with the prior approval of the Board of Directors shall be entitled to full reimbursement for such expenditures.

SECTION 6

Deposits. All monies received, shall be deposited to the credit of AALL to the following accounts:

- General Account – Union Bank – Arcadia Branch.
- Savings Account – Union Bank – Arcadia Branch.

SECTION 7

Fiscal Year. The fiscal year of AALL shall begin October 1 and shall end on September 30.

SECTION 8

Distribution of Property upon Dissolution. Upon dissolution of AALL and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of AALL to another Federally Incorporated entity which maintains the same objectives as set forth in Article II of this Constitution, which are or may be entitled to exemption under Section 501-(c)-(3) of the Internal Revenue Code or any future corresponding provision. The transfer of funds pursuant to this Section shall be made to any such Federally Incorporated entity covering a least a portion of the geographic boundaries of AALL. If no such Federally Incorporated entity exists, funds may be transferred to any qualifying Federally Incorporated entity as approved by the Members existing immediately prior to dissolution of AALL.

ARTICLE XII – AMENDMENTS

This Constitution may be amended, repealed or altered in whole or in part by a vote of not less than 60% of the Members at any duly organized meeting of the Members provided notice of the proposed change is included in the notice of such meeting. Drafts of all proposed amendments shall be submitted to Little League Baseball, Incorporated, for approval before implementation.

This revised and amended Constitution was approved by the Arcadia American Little League Board of Directors on September 08, 2015.

By _____
John S. Ibrahim, President

Little League ID No. 405-17-05